

**Joint Stock Company “Interregional Distribution Grid Company  
of Center and North Caucasus”  
JSC “IDGC of Center and North Caucasus”  
170001, 55, Kalinin Av., City of Tver**

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**MINUTES**

of the meeting of the Board of Directors of  
JSC “IDGC of Center and North Caucasus”  
(in the form of postal voting)

July 16, 2007

No. 06/07

Moscow

Holding form: **postal voting.**

Total number of the members of the Board of Directors: **9.**

Participated in the voting: **A.M. Branis, D.A. Burnashev, A.A. Demin, I.I. Zemlyanskiy, A.R. Kachay, A.V. Klaptsov, A.S. Kolesnikov, V.M. Kravchenko, E.F. Makarov, M. Sh. Misrikhanov, P.I. Okley.**

Didn't submit enquiry lists: **no**

Quorum **secured**

**The written opinion of Ms. I.S. Demina, representative of the FAS of Russia, Head of the DFAS of the Tver Region was taken into account while compiling the Minutes.**

**AGENDA:**

1. On the election of the Chairman of the Board of Directors of the Company.
2. On the election of the Deputy Chairman of the Board of Directors of the Company.
3. On the election of the Corporate Secretary of the Company.
4. On the approval of the program of the Board of Directors of the Company for 2007-2008.
5. On considering General Director's report on Company insurance coverage for the 2<sup>nd</sup> quarter of 2007.
6. On defining priority lines of the Company's activities:  
- on the approval of the activities plan on the Company restructuring by joining distribution grid companies to it.
7. On the approval of the new edition of the Business Planning Standard of the Company.

**ITEM No. 1: On the election of the Chairman of the Board of Directors of the Company.**

**RESOLUTION:**

To elect Demin Andrey Aleksandrovich Chairman of the Board of Directors of the Company.

**Voting results:**

**The resolution is agreed unanimously.**

**ITEM No. 2: On the election of the Deputy Chairman of the Board of Directors of the Company.**

**RESOLUTION:**

To elect Okley Pavel Ivanovich Deputy Chairman of the Board of Directors of the Company.

**Voting results:**

**The resolution is agreed unanimously.**

**ITEM No. 3: On the election of the Corporate Secretary of the Company.**

**RESOLUTION:**

1. To elect Kashtanova Natalia Yurievna Corporate Secretary of the Company.
2. To authorize General Director Makarov Evgeny Fedorovich to determine the conditions and sign the agreement with the person elected Corporate Secretary on behalf of the Company.
3. To allow the person elected Corporate Secretary of the Company to hold the post of the Corporate Secretary of the Company part-time.

**Voting results:**

**The resolution is agreed unanimously.**

**ITEM No. 4: On the approval of the program of the Board of Directors of the Company for 2007-2008.**

**RESOLUTION:**

To approve the Program of the Board of directors of the Company for 2007-2008 in accordance with the appendix to the present decision.

**Voting results:**

**The resolution is agreed unanimously.**

**ITEM No. 5: On considering General Director's report on Company insurance coverage for the 2<sup>nd</sup> quarter of 2007.**

**RESOLUTION:**

To take note of the General Director's report on Company insurance coverage for the 2<sup>nd</sup> quarter of 2007.

**Voting results:**

**The resolution is agreed unanimously.**

**ITEM No. 6: On defining priority lines of the Company's activities:  
- on the approval of the activities plan on the Company restructuring by joining distribution grid companies to it.**

**RESOLUTION:**

1. To determine the restructuring of the Company by joining to it “Belgorodenergo” JSC, “Bryanskenergo” JSC, “Voronezhenergo” JSC, “Kostromaenergo” JSC, “Kurskenergo” JSC, “Lipetskenergo” JSC, “Orelenergo” JSC, “Smolenskenergo” JSC, “Tambovenergo” JSC, “Tverenergo” JSC, “Yarenergo” JSC, as one of the priority lines of the Company’s activities.
2. To approve the Schedule of activities on the Company restructuring by joining to it “Belgorodenergo” JSC, “Bryanskenergo” JSC, “Voronezhenergo” JSC, “Kostromaenergo” JSC, “Kurskenergo” JSC, “Lipetskenergo” JSC, “Orelenergo” JSC, “Smolenskenergo” JSC, “Tambovenergo” JSC, “Tverenergo” JSC, “Yarenergo” JSC, in accordance with the appendix to the present decision of the Board of Directors.
3. To consider the fulfillment of the schedule of activities on the Company restructuring by joining to it “Belgorodenergo” JSC, “Bryanskenergo” JSC, “Voronezhenergo” JSC, “Kostromaenergo” JSC, “Kurskenergo” JSC, “Lipetskenergo” JSC, “Orelenergo” JSC, “Smolenskenergo” JSC, “Tambovenergo” JSC, “Tverenergo” JSC, “Yarenergo” JSC, for the General Director of the Company, according to the pattern approved by the Board of Directors of “RAO UES of Russia” on 27.04.2007, as a very important task.

**Voting results:**

**The resolution is agreed unanimously.**

**ITEM No. 7: On the approval of the new edition of the Business Planning Standard of the Company.**

**RESOLUTION:**

1. To approve the new edition of the Business Planning Standard and Regulations of JSC “IDGC of Center and North Caucasus”, in accordance with the appendix to the present decision.
2. To consider void the Business Planning Standard and Regulations of the Company approved by the decision of the Board of Directors from 28.02.2007 (minutes No. 02/07).

**Voting results:**

**The resolution is agreed unanimously.**

**Chairman  
of the Board of Directors**

**A.A. Demin**

**Corporate Secretary     N.Yu. Kashtanova**